

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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OMNIBUS ORDER GRANTING FINAL FEE APPLICATIONS  
OF CERTAIN RETAINED PROFESSIONALS FOR ALLOWANCE OF FINAL  
COMPENSATION AND REIMBURSEMENT OF EXPENSES  
(OCTOBER 8, 2005 THROUGH JANUARY 25, 2008)

("FINAL FEE APPLICATIONS ORDER")

Upon consideration of the final fee applications of certain professionals listed on Exhibits A-1 and A-2 attached hereto (collectively, the "Professionals") for allowance of compensation and reimbursement of expenses for professional services rendered and expenses incurred by the Professionals during the period commencing October 8, 2005 through January 25, 2008 (collectively, the "Final Fee Applications"); and the Court having previously appointed a Joint Fee Review Committee and established a protocol regarding the Joint Fee Review Committee, its composition, mandate, and procedures in accordance with the Fee Committee and Fee Procedures Protocol approved pursuant to the Third Supplemental Order Under U.S.C. § 331 Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals (Docket No. 3630)<sup>1</sup>; and the Joint Fee Review Committee having reviewed the Final Fee Applications and the respective supporting documentation and discussed with certain

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<sup>1</sup> The Court entered an initial Interim Compensation Order at Docket No. 869 and has entered Supplemental Interim Compensation Orders at Docket Nos. 2747, 2986, 3630, 4545, 5310, 6145, 8446, 8450, and 12367.

of the Professionals the amounts requested by each Professional and the appropriateness of certain of the fees and expenses requested; and the amounts requested by certain of the Professionals having been voluntarily reduced on account of discussions with representatives of the Joint Fee Review Committee to ensure that the amounts requested did not exceed the amounts expected and escrowed by the Reorganized Debtors as set forth in the Debtors' First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors and Debtors-In-Possession, As Modified, dated July 30, 2009 (the "Modified Plan"); and a hearing having been held before this Court on March 18, 2010 to consider the Final Fee Applications (the "Hearing"); and proper and adequate notice of the Final Fee Applications having been given pursuant to Fed. R. Bankr. P. 2002(a)(6) and (c)(2); and no other or further notice of the Hearing being necessary; and upon consideration of the Objection Of The United States Trustee To The Final Fee Applications Of The Retained Professionals (Docket No. 19579) (the "UST Objection"), the Supplement To Seventh Interim And Final Fee Application For Compensation And Reimbursement Of Expenses Of Warner Stevens, L.L.P., As Conflicts Counsel To The Official Committee Of Unsecured Creditors For The Period Of November 10, 2005 Through January 25, 2008 (Docket No. 19585), the Response Of Latham & Watkins LLP To The Objection Of The United States Trustee To Its Final Fee Application (Docket No. 19636), the Supplement To The Final Application Of Rothschild Inc. For Compensation And Reimbursement Of Expenses (Docket No. 19659), the Reply To Objection Of The United States Trustee To The Final Fee Application Of Wilmer Cutler Pickering Hale And Dorr LLP (Docket No. 19660), the Reply Of Skadden, Arps, Slate, Meagher & Flom LLP To The Objection Of The United States Trustee To Its Final Fee Application (Docket No. 19663), the Statement Of The Delphi Joint Fee Review Committee With Respect To Retained Professionals' Final Fee

Applications (Docket No. 19664), the Statement Of DPH Holdings Corp. With Respect To Professionals' Final Fee Applications (Docket No. 19665), and the Response To Objection Of The United States Trustee To The Final Fee Applications Of The Retained Professionals And Stipulation To Allow The Sixth Interim Application Of Dickinson Wright PLLC For Order Authorizing And Approving Compensation For Services Rendered To Be Deemed Its Final Application (Docket No. 19667); and upon the record of the Hearing held on March 18, 2010 to consider the Final Fee Applications, including the affirmative recommendation of the Joint Fee Review Committee that the Final Fee Applications filed by the Professionals listed on Exhibits A-1 and A-2 attached hereto should be approved in the amounts set forth on Exhibits A-1 and A-2 attached hereto; and after due deliberation thereon, and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Final Fee Applications filed by the Professionals listed on Exhibits A-1 and A-2 attached hereto are GRANTED to the extent set forth in Exhibits A-1 and A-2.
2. The UST Objection is resolved as provided herein.
3. DPH Holdings Corp. and certain of its affiliated reorganized debtors (the "Reorganized Debtors") are hereby authorized and directed to release from the professional fee escrow, established in accordance with article 10.3 of the Modified Plan, all remaining unpaid amounts owed to the Professionals listed on Exhibits A-1 and A-2 attached hereto, net of any voluntary fee and expense reductions agreed to by the Professionals. Any remaining amounts in the professional fee escrow shall be returned to the Reorganized Debtors.

4. Each Professional is hereby authorized and directed to apply any remaining retained funds to satisfy amounts approved by this order, in accordance with the terms of the respective Professional's retention in these Cases.

5. This order shall be deemed a separate order for each Professional and the appeal of any order with respect to any Professional shall have no effect on the authorization and payment of the fees and expenses of any other Professional.

6. This Court shall retain jurisdiction over the Reorganized Debtors and the Professionals to hear and determine all matters arising from the implementation of this order.

Dated: White Plains, New York  
March 30, 2010

/s/ Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

In re DPH Holdings Corp., et al. 05-44481 (RDD)

EXHIBIT A-1

SEVENTH INTERIM FEE PERIOD APPLICATIONS (OCTOBER 1, 2007 – JANUARY 25, 2008)

<b>Applicant</b>	<b>Date/Document Number Of Fee Application<sup>1</sup></b>	<b>Total Professional Fees Requested By Applicant Net Of Voluntary Reductions<sup>2</sup></b>	<b>Total Professional Fees Recommended By Joint Fee Review Committee</b>	<b>Total Professional Fees Awarded By Court</b>	<b>Total Charges And Disbursements Requested By Applicant Net Of Voluntary Reductions<sup>3</sup></b>	<b>Total Charges And Disbursements Recommended By Joint Fee Review Committee</b>	<b>Total Charges And Disbursements Awarded By Court</b>	<b>Total Voluntary Reductions Taken By Applicant<sup>4</sup></b>
O'Melveny & Myers	1/8/2010 – Doc. #19299	\$7,988.00	\$7,988.00	\$7,988.00	\$1,007.23	\$1,007.23	\$1,007.23	\$0.00
Price, Heneveld, Cooper, DeWitt & Litton, LLP	3/27/2009 – Doc. #13258	\$237,462.00	\$237,462.00	\$237,462.00	\$16,943.56	\$16,943.56	\$16,943.56	\$0.00

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<sup>1</sup> Pursuant to the Order Under 11 U.S.C. § 105 Enlarging Time for Professionals to File Final Request for Payment of Professional Claims (Docket No. 19370), the filing period was enlarged from December 31, 2009 to February 1, 2010.

<sup>2</sup> This amount reflects requested fees net of (i) voluntary reductions as stated in each Professional's fee application and (ii) each Professional's voluntary compliance with the Fee Procedures Protocol established by the Joint Fee Review Committee as disclosed on the cover page of each Professional's fee application.

<sup>3</sup> This amount reflects requested expenses net of (i) voluntary reductions as stated in each Professional's fee application and (ii) each Professional's voluntary compliance with the Fee Procedures Protocol established by the Joint Fee Review Committee as disclosed on the cover page of each Professional's fee application.

<sup>4</sup> Total Voluntary Reductions include (i) voluntary reductions as stated in each Professional's fee application, (ii) each Professional's voluntary compliance with the Fee Procedures Protocol established by the Joint Fee Review Committee, and (iii) each Professional's additional voluntary reduction as agreed to with the Joint Fee Review Committee or the United States Trustee, as applicable.

DATE: March 30, 2010

INITIALS: RDD (USBJ)

<b>Applicant</b>	<b>Date/Document Number Of Fee Application<sup>1</sup></b>	<b>Total Professional Fees Requested By Applicant Net Of Voluntary Reductions<sup>2</sup></b>	<b>Total Professional Fees Recommended By Joint Fee Review Committee</b>	<b>Total Professional Fees Awarded By Court</b>	<b>Total Charges And Disbursements Requested By Applicant Net Of Voluntary Reductions<sup>3</sup></b>	<b>Total Charges And Disbursements Recommended By Joint Fee Review Committee</b>	<b>Total Charges And Disbursements Awarded By Court</b>	<b>Total Voluntary Reductions Taken By Applicant<sup>4</sup></b>
PriceWaterhouseCoopers LLP	1/22/2010 – Doc. #19351	\$2,370,286.75	\$2,370,286.75	\$2,370,286.75	\$145,247.20	\$145,247.20	\$145,247.20	\$0.00
Quinn Emanuel Urquhart Oliver & Hedges LLP	12/31/2009 – Doc. #19274	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Rader, Fishman & Grauer PLLC	5/30/2008 – Doc. #13764	\$233,766.50	\$233,766.50	\$233,766.50	\$113,449.79	\$113,449.79	\$113,449.79	\$0.00
Rothschild Inc.	12/30/2009 – Doc. #19255	\$21,951,612.90	\$21,951,612.90	\$21,951,612.90	\$58,590.59	\$58,590.59	\$58,590.59	\$0.00
Shearman & Sterling LLP	12/17/2009 – Doc. #19201	\$1,282,444.00	\$1,282,444.00	\$1,282,444.00	\$27,608.36	\$27,608.36	\$27,608.36	\$2,671.25
Skadden, Arps, Slate, Meagher & Flom LLP	12/30/2009 – Doc. #19256	\$19,430,197.00	\$19,430,197.00	\$19,330,197.00	\$1,235,653.00	\$1,235,653.00	\$1,235,653.00	\$2,305,009.00
Steven Hall & Partners, LLC	12/23/2009 – Doc. #19239	\$464,872.00	\$464,872.00	\$464,872.00	\$0.00	\$0.00	\$0.00	\$0.00

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INITIALS: RDD (USBJ)

In re DPH Holdings Corp., et al. 05-44481 (RDD)

EXHIBIT A-2

FINAL FEE APPLICATIONS (OCTOBER 8, 2005 – JANUARY 25, 2008)

Applicant	Date/Document Number Of Fee Application <sup>1</sup>	Total Professional Fees Requested By Applicant Net Of Voluntary Reductions <sup>2</sup>	Total Professional Fees Recommended By Joint Fee Review Committee	Total Professional Fees Awarded By Court	Total Charges And Disbursements Requested By Applicant Net Of Voluntary Reductions <sup>3</sup>	Total Charges And Disbursements Recommended By Joint Fee Review Committee	Total Charges And Disbursements Awarded By Court	Total Voluntary Reductions Taken By Applicant <sup>4</sup>
O'Melveny & Myers	1/8/2010 – Doc. #19299	\$5,871,105.99	\$5,871,105.99	\$5,871,105.99	\$2,157,946.39	\$2,157,946.39	\$2,157,946.39	\$145,957.66
Price, Heneveld, Cooper, DeWitt & Litton, LLP	3/27/2009 – Doc. #13258	\$1,226,920.00	\$1,226,920.00	\$1,226,920.00	\$73,751.56	\$73,751.56	\$73,751.56	\$500.01

<sup>1</sup> Pursuant to the Order Under 11 U.S.C. § 105 Enlarging Time for Professionals to File Final Request for Payment of Professional Claims (Docket No. 19370), the filing period was enlarged from December 31, 2009 to February 1, 2010.

<sup>2</sup> This amount reflects requested fees net of (i) voluntary reductions as stated in each Professional's fee application and (ii) each Professional's voluntary compliance with the Fee Procedures Protocol established by the Joint Fee Review Committee as disclosed on the cover page of each Professional's fee application.

<sup>3</sup> This amount reflects requested expenses net of (i) voluntary reductions as stated in each Professional's fee application and (ii) each Professional's voluntary compliance with the Fee Procedures Protocol established by the Joint Fee Review Committee as disclosed on the cover page of each Professional's fee application.

<sup>4</sup> Total Voluntary Reductions include (i) voluntary reductions as stated in each Professional's fee application (or, to the extent not listed in a fee application, the sum of the total voluntary reductions listed on prior interim fee application orders), (ii) each Professional's voluntary compliance with the Fee Procedures Protocol established by the Joint Fee Review Committee, and (iii) each Professional's additional voluntary reduction as agreed to with the Joint Fee Review Committee or the United States Trustee, as applicable.

DATE: March 30, 2010

INITIALS: RDD (USBJ)

<b>Applicant</b>	<b>Date/Document Number Of Fee Application<sup>1</sup></b>	<b>Total Professional Fees Requested By Applicant Net Of Voluntary Reductions<sup>2</sup></b>	<b>Total Professional Fees Recommended By Joint Fee Review Committee</b>	<b>Total Professional Fees Awarded By Court</b>	<b>Total Charges And Disbursements Requested By Applicant Net Of Voluntary Reductions<sup>3</sup></b>	<b>Total Charges And Disbursements Recommended By Joint Fee Review Committee</b>	<b>Total Charges And Disbursements Awarded By Court</b>	<b>Total Voluntary Reductions Taken By Applicant<sup>4</sup></b>
PriceWaterhouseCoopers LLP	1/22/2010 – Doc. #19351	\$36,025,791.65	\$36,025,791.65	\$36,025,791.65	\$3,233,384.17	\$3,233,384.17	\$3,233,384.17	\$942,075.73
Quinn Emanuel Urquhart Oliver & Hedges LLP	12/31/2009 – Doc. #19274	\$147,367.63	\$147,367.63	\$147,367.63	\$5,803.58	\$5,803.53	\$5,803.53	\$5,752.38,
Rader, Fishman & Grauer PLLC	5/30/2008 – Doc. #13764	\$1,223,653.45	\$1,223,653.45	\$1,223,653.45	\$594,381.88	\$594,381.88	\$594,381.88	\$1,533.00
Rothschild Inc.	12/30/2009 – Doc. #19255	\$27,895,161.29	\$27,895,161.29	\$27,895,161.29	\$857,653.84	\$857,653.84	\$857,653.84	\$22,196.19
Shearman & Sterling LLP	12/17/2009 – Doc. #19201	\$6,020,871.59	\$6,020,871.59	\$6,020,871.59	\$283,744.28	\$283,744.28	\$283,744.28	\$99,769.21
Skadden, Arps, Slate, Meagher & Flom LLP	12/30/2009 – Doc. #19256	\$90,556,038.00	\$90,556,038.00	\$90,456,038.00	\$5,756,849.00	\$5,756,849.00	\$5,756,849.00	\$10,217,859.00
Steven Hall & Partners, LLC	12/23/2009 – Doc. #19239	\$1,648,071.00	\$1,648,071.00	\$1,648,071.00	\$0.00	\$0.00	\$0.00	\$17,851.00

DATE: March 30, 2010

INITIALS: RDD (USBJ)